



**GE Transportation  
Systems**

Transportation Systems Marketing and Sales  
General Electric Company  
2901 East Lake Road, Erie, PA 16531

17405-E  
RECORDATION NO. FILED 1425

May 20, 1992

MAY 21 1992 2 22 PM

VIA FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

2-142A021

Ms. Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Room 2302  
Washington, D.C. 20423

**Subject: Recordation of Memorandum of  
Master Locomotive Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Master Locomotive Lease Agreement, dated as of April 23, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405.

The names and addresses of the parties to the enclosed Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16531

LESSEE: Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, CA. 94105

MAY 21 2 12 PM '92  
MOTOR OPERATING UNIT

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

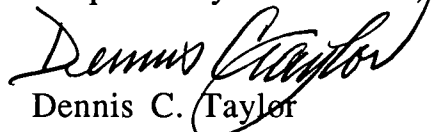
Following recordation, please return one original of the enclosed document, together with any extra copies not needed by the Commission for recordation, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Master Locomotive Lease, dated as of April 23, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to 21 General Electric Diesel Electric Locomotives, bearing Road Nos. 3000, 3001, 3002, 3003, 3007, 3008, 8015, 8056, 8058, 8072, 8129, 8135, 8136, 8138, 7485, 7487, 7489, 7496, 7497, 7499, 3010.

Respectfully submitted,



Dennis C. Taylor  
Manager, Locomotive Leasing

Enclosures

## **SCHEDULE I**

### **Description of Locomotive(s)**

<b><u>Type of Equipment</u></b>	<b><u>Number of Units</u></b>	<b><u>Road Number(s)</u></b>
General Electric	21	7485
Diesel Electric		7487
Locomotives		7489
		7496
		7497
		7499
		8015
		8056
		8058
		8072
		8129
		8135
		8136
		8138
		3000
		3001
		3002
		3003
		3007
		3008
		3010

5/21/92

**Interstate Commerce Commission**  
Washington, D.C. 20423

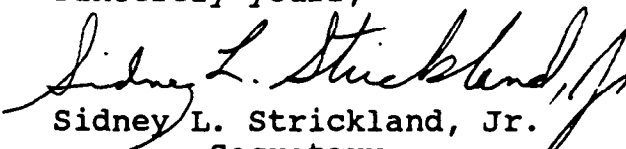
OFFICE OF THE SECRETARY

Michael J. Baughman  
General Electric Company  
2901 East Lake Road  
Building 14-5  
Erie, Pennsylvania 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/21/92 at 2:20pm , and assigned recordation number(s). 17405-E

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDED IN 17405E  
MAY 21 1992 - 2 30 PM  
FILED 105

**MEMORANDUM OF MASTER LOCOMOTIVE LEASE AGREEMENT**

On the 23rd day of April, 1992, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into a Master Locomotive Lease Agreement, together with an attached Locomotive Lease Schedule, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

**LOCOMOTIVE LEASE SCHEDULE NUMBER SP 92-1**

<u>Road Numbers</u>	<u>Model</u>	<u>Road Numbers</u>	<u>Model</u>
8015	C30-7	7485	B36-7
8056	C30-7	7487	B36-7
8058	C30-7	7489	B36-7
8072	C30-7	7496	B36-7
8129	C30-7	7497	B36-7
8135	C30-7	7499	B36-7
8136	C30-7	3000	S7-30C
8138	C30-7	3001	S7-30C
3002	S7-30C	3003	S7-30C
3007	S7-30C	3008	S7-30C
3010	S7-30C		

**GENERAL ELECTRIC COMPANY**

By: Dennis C. Taylor

Dennis C. Taylor, Manager, Locomotive Leasing

**SOUTHERN PACIFIC TRANSPORTATION COMPANY**

By: C.T. Shurstad

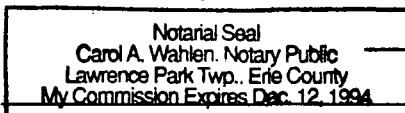
Name C.T. Shurstad

Title VPT

Commonwealth of Pennsylvania }  
County of Erie }

On this, the 6th day of May, 1992, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.



My commission expires:

Carol A. Wahlen  
Notary Public

State of Colorado }  
County of Jefferson }

On this, the 8th day of May, 1992, before me, the undersigned officer, personally appeared C.T. Shurstad, who acknowledged himself to be the VPT of Southern Pacific Transportation Company, a corporation, and that he as VPT, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as VPT.

In witness whereof, I hereunto set my hand and official seal.

My commission expires:

Kimbera D. Otto  
Notary Public  
February 14, 1995